

Counterparts - J.L.

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

18976-X
MAY 24 1996 9:50 AM

May 20, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Partial Release, dated as of May 17, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 18976.

The name and address of the party to the enclosed document are:

Secured Party: Norwest Bank Minnesota, National Association
7900 Xerxes Avenue South
Bloomington, Minnesota 55431

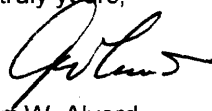
A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Partial Release.

Mr. Vernon A. Williams
May 20, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written over the typed name.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

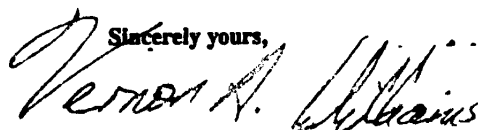
5/22/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington. DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/22/96 at 9:30AM, and assigned recordation number(s). 18976-X, 20058-E and 20058-F.

Sincerely yours,

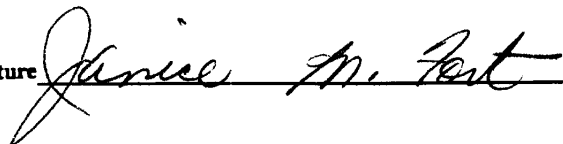


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18976-X

MAY 2 2 05 PM '96

PARTIAL RELEASE

This Partial Release is dated as of the 17th day of May, 1996, by NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION (the "Secured Party") to and for the benefit of NORRAIL, INC. (the "Owner").

The owner entered into a Security Agreement with the Secured Party dated June 24, 1994 (the "Security Agreement"), which Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of the Interstate Commerce Act on September 8, 1994 at 3:45 p.m. and was assigned recordation number 18976.

The Security Agreement covers, among other things, each and every railroad car of every type, kind, name or description now owned or hereafter acquired by the Owner.

The Owner has requested that the Secured Party release from the lien and security interest granted pursuant to the Security Agreement certain specified railroad cars and the Secured Party has agreed to do so.

ACCORDINGLY, the Secured Party hereby releases, terminates, discharges and satisfies its security interest in those certain railroad cars identified and described on Exhibit A attached to and made a part of this Partial Release.

The Secured Party's security interest in property of the Owner not described above shall remain in full force and effect.

IN WITNESS WHEREOF, the Secured Party has executed this Partial Release of the day and year first above written.

NORWEST BANK MINNESOTA,
NATIONAL ASSOCIATION
By [Signature]
Its [Signature]

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 17th day of May, 1996, by Andrew Christensen, the Vice President of Norwest Bank Minnesota, National Association, a national banking association, on behalf of such association.

Paula Jean Dungey
Notary Public

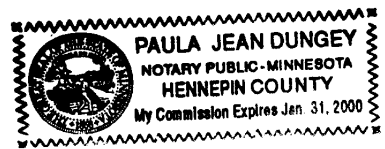


EXHIBIT A
to May 17, 1996 Partial Release
By Norwest Bank Minnesota, National Association
in favor of NorRail, Inc.

Old Car #	New Car #
CR 886606	DME 47105
CR 887356	DME 47215
CR 888590	DME 47114
CR 890924	DME 47133
CR 888473	DME 47075
CR 888867	DME 47194
CR 886268	DME 46116
CR 887981	DME 46091
CR 887288	DME 47212
CR 887936	DME 47010
CR 890954	DME 47151
CR 888498	DME 47082
CR 888534	DME 47097
CR 890930	DME 47132
CR 889999	DME 47004
CR 886276	DME 46083
CR 891017	DME 46001
CR 888629	DME 46043
CR 887494	DME 47256
CR 886255	DME 46084
CR 891078	DME 46095
CR 887544	DME 47262
CR 888540	DME 47095
CR 890903	DME 47115
CR 888415	DME 47083

Old Car #	New Car #
CR 886169	DME 46100
CR 889592	DME 47176
CR 887968	DME 46081
CR 887963	DME 46088
CR 886605	DME 47090
CR 886367	DME 47023
CR 886121	DME 46028
CR 887886	DME 46022
CR 888351	DME 47169
CR 888457	DME 47077
CR 890868	DME 47146
CR 889799	DME 47187
CR 887911	DME 47012
CR 886616	DME 47087
CR 888712	DME 46037
CR 887278	DME 47230
CR 888523	DME 47101
CR 887330	DME 47213
CR 888566	DME 47092
CR 888512 01	DME 47113
CR 890906	DME 47116
CR 887459	DME 47258
CR 890917	DME 47130
CR 888423	DME 47065
CR 888539	DME 47096